

FAX TRANSMISSION

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TO: Surrogates' Court of the State of NY
Attn: Clerk of the Miscellaneous Dept.

Date: March 11, 2013

FACSIMILE: 212-748-5971

Pages: 8, page(s), including this cover sheet.

FROM: Mitchell L. Kaplan, Esq.

RE: In the Matter of the Application of ORLY GENDER, as a person interested, for the removal of DALIA GENDER, as Trustee of the Orly Genger 1993 Trust pursuant to SCPA § 711(11) **File No. 0017/2008**

In the Matter of the Application for a Compulsory Accounting and Related Relief by ORLY GENDER, as a person interested in the Orly Genger 1993 Trust
File No. 0017/2008/A

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March 11, 2013

VIA FACSIMILE ONLY

212-748-5971

Surrogate's Court of the State of New York
County of New York
31 Chambers Street
New York, NY 10007

Attention: Clerk of the Miscellaneous Department

Re: In the Matter of the Application of ORLY GENDER, as a person interested,
for the removal of DALIA GENDER, as Trustee of the Orly Genger 1993 Trust
pursuant to SCPA § 711(11)
File No. 0017/2008

In the Matter of the Application for a Compulsory Accounting and Related Relief
by ORLY GENDER, as a person interested in the Orly Genger 1993 Trust
File No. 0017/2008/A

Dear Clerk of the Court:

This law firm is counsel to Petitioner, Orly Genger, (the "Petitioner") in both of the
above-referenced proceedings.

In furtherance of the hearing and conference before the Court and Mary Santamarina on
March 5, 2013, what follows is the Stipulation executed by counsel for all parties agreeing to a
thirty (30) day "standstill" agreement of the removal proceeding pursuant to the terms and
conditions set forth therein. The accounting proceeding shall remain unaffected by the standstill
agreement as directed by the Court.

PLATZER, SWERGOLD, KARLIN,
LEVINE, GOLDBERG & JASLOW, LLP
COUNSELORS AT LAW

Clerk of the Miscellaneous Department
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March 11, 2013

Thank you for the Court's courtesies with these matters.

Respectfully submitted,
PLATZER, SWERGOLD, KARLIN, LEVINE,
GOLDBERG & JASLOW, LLP

By: 

Mitchell L. Kaplan

MLK:w1
Enclosure

cc: Chambers of the Honorable Nora S. Anderson
31 Chambers Street
New York, NY 10007
Attention: Mary Santamarina, Esq. (**Via Federal Express**)

Robert Meister, Esq (Counsel to Respondent, Dalia Genger) – **Via E-Mail Only**
John Dellaportas, Esq. (Counsel to the Sagi Genger 1993 Trust)- **Via E-Mail Only**
Ralph R. Hochberg, Esq., Yoav Griver, Esq. and Bryan Leinbach, Esq. **Via E-Mail Only**

SURROGATE'S COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

File No. 0017/2008

In the Matter of the Application of ORLY
GENGER, as a person interested, for the
removal of DALIA GENGER, as Trustee of the
Orly Genger 1993 Trust pursuant to SCPA § 711(11)

STIPULATION

WHEREAS, Petitioner, Orly Genger ("Petitioner"), having previously filed a Third Amended Petition (the "Third Amended Petition") seeking, *inter alia*, the immediate removal of respondent, Dalia Genger (the "Respondent"), as Trustee of the Orly Genger 1993 Trust (the "Orly Trust") in the above-captioned matter (the "Removal Proceeding"); and,

WHEREAS, the Respondent having filed a Motion to Dismiss (the "Motion to Dismiss") the Third Amended Petition; and,

WHEREAS, the Petitioner having submitted papers in opposition to the Motion to Dismiss; and,

WHEREAS, the Petitioner having filed an Order to Show Cause and Motion with the Court on February 14, 2013 seeking, *inter alia*, a temporary restraining order and certain injunctive relief as set forth therein (the "Order to Show Cause"); and,

WHEREAS, the Order to Show Cause having been opposed by the Respondent and the Sagi Genger 1993 Trust (the "Sagi Trust"), which is a contingent remainder beneficiary under the Orly Trust; and,

WHEREAS, both the Motion to Dismiss and the Order to Show Cause were heard by the Court on March 5, 2013 and counsel for the parties having conferenced these matters before the Court;

IT IS HEREBY STIPULATED, AGREED AND CONSENTED to by and among the undersigned on behalf of the respective parties as follows:

1. The Removal Proceeding, the Motion to Dismiss, and the Order to Show Cause shall be stayed for a thirty (30) day period from March 5, 2013 to and including April 4, 2013 (the "Thirty Day Stay Period").

2. During the Thirty Day Stay Period, the Petitioner, Respondent, and the Sagi Trust together with any and all of their respective agents, assigns, employees, representatives, attorneys, and/or anyone acting on their respective behalves either directly or indirectly or in concert with them agree not to proceed with and/or take any action of any kind or nature against one another, with respect to the prosecution or defense of the action entitled "*Dalia Genger as Trustee of the Orly Genger 1993 Trust v. TR Investors LLC*, C.A. No. 6906-CS" pending in the Delaware Chancery Court.

3. The parties will inform the Court in *Orly Genger v. Dalia Genger et al.*, Sup. Ct., N.Y. CO, Index no. 109749/09, and in *Arie Genger and Orly Genger v. Sagi Genger et al.*, Sup. Ct., N.Y. CO, Index no 651089/2010 (collectively "The Supreme Court Actions"), that they intend to temporarily forego their respective litigation efforts on behalf of the Orly Trust, not to proceed with and/or take any action of any kind or nature with respect to the prosecution or defense of The Supreme Court Actions during the Thirty Day Stay Period and shall request an appropriate extension of discovery cut-off dates. Unless that Court communicates its disapproval, the Petitioner, Respondent, and the Sagi Trust together with any and all of their respective agents, assigns, employees, representatives, attorneys, and/or anyone acting on their respective behalves either directly or indirectly or in concert with them agree during the Thirty Day Stay Period: (i) not to proceed with and/or take any action of any kind or nature with respect

to the prosecution or defense of The Supreme Court Actions; (ii) not to commence any new actions or proceedings in any court on behalf of the Orly Trust and/or which concern, relate to, pertain to and/or has any effect whatsoever upon any and all assets or liabilities of the Orly Trust including, but not limited to, the Orly Trust's direct, indirect or beneficial interests in Trans-Resources, Inc. and TPR Investment Associates, Inc.; and, (iii) not to take any other actions of any kind or nature, which concern, relate to, pertain to and/or has any effect whatsoever upon any and all assets or liabilities of the Orly Trust including, but not limited to, the Orly Trust's direct, indirect or beneficial interests in Trans-Resources, Inc. and TPR Investment Associates, Inc. Notwithstanding the provisions of this Paragraph "3" of this Stipulation, the parties agree that the pending mediation between them in certain actions currently pending in New York County Supreme Court scheduled for March 13, 2013 or any rescheduled or continued date shall proceed and shall not be subject to the Thirty Day Stay Period.

4. Specifically excluded from the scope and limitation of this Stipulation is Petitioner's previously filed Petition for a Compulsory Accounting, which shall not be subject to the Thirty Day Stay Period and shall proceed as has been directed by the Court.

5. During the Thirty Day Stay Period, Petitioner, Respondent and the Sagi Genger 1993 Trust, through their counsel, shall cooperate in good faith in an effort to identify a mutually acceptable, neutral, disinterested person or institution who would be willing to serve as successor Trustee to Respondent.

6. The undersigned counsel represent that they are authorized to enter into and execute this Stipulation on behalf of their respective clients and are duly authorized to bind them to the terms and conditions contained herein.

7. This Stipulation may be executed in counterparts and by facsimile or E-Mail

scanned signature, each of which shall be deemed an original, together which shall for all purposes constitute one Stipulation binding upon each of the parties hereto.

Dated: March 11, 2013
New York, NY

PLATZER, SWERGOLD, KARLIN, LEVINE, ZEICHNER ELLMAN & KRAUSE LLP
GOLDBERG & JASLOW, LLP Attorneys for Petitioner, Orly Genger in the
Attorneys for Petitioner, Orly Genger Supreme Court Actions

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Dated: March , 2013
New York, NY

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Attorneys for Respondent, Dalia Genger

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Dated: March , 2013
New York, NY

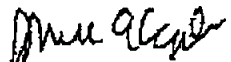
DUANE MORRIS LLP
Attorneys for the Sagi Genger 1993 Trust

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scanned signature, each of which shall be deemed an original, together which shall for all purposes constitute one Stipulation binding upon each of the parties hereto.

Dated: March __, 2013
New York, NY

PLATZER, SWERGOLD, KARLIN, LEVINE, ZEICHNER ELLMAN & KRAUSE LLP
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Dated: March __, 2013
New York, NY

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Attorneys for Respondent, Dalia Genger

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Dated: March __, 2013
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